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CABLE ADDRESSES

CRAVATH, N. Y.
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CRAVATH, LONDON E. C. 2

INTERSTATE COMMERCE COMMISSION

1-356A089

No.

Date

Fee \$

DEC 22 1981

10.00

ICC Washington D. C.

December 21, 1981

Seaboard Coast Line Railroad Company
Seaboard Coast Line Railroad Equipment Trusts, No. 16
First Supplement to the Series 16-C Equipment Trust
Agreement Supplement

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith for filing on behalf of Seaboard Coast Line Railroad Company counterparts of the following document:

First Supplement dated as of December 22, 1981, to the Series 16-C Equipment Trust Agreement Supplement dated as of August 1, 1981, between Merchantile-Safe Deposit and Trust Company, as Trustee, and Seaboard Coast Line Railroad Company, as Lessee.

The First Supplement amends an Equipment Trust Agreement Supplement dated as of August 1, 1981, previously filed with the Interstate Commerce Commission on September 2, 1981, at 12:40 p.m., Recordation No. 13135-~~AE~~

The equipment covered by the First Supplement consists of:

24 100-ton 7,000 cubic foot wood chip hopper cars bearing identifying numbers SCL 19651-196774, both inclusive, and has an AAR mechanical designation of "HTS".

RALPH L. MCAFEE
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
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RICHARD S. SIMMONS
WAYNE E. CHAPMAN
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MELVIN L. BEDRICK
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RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
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MARTIN L. SENZEL
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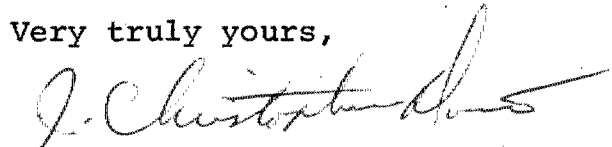
CC Only filed EC-Bureau

Please file and record the First Supplement submitted with this letter.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the First Supplement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



J. Christopher Dorian
As Agent for Seaboard
Coast Line Railroad Company

Ms. Agatha E. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

14N

DEC 22 1981 7:35 AM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT DATED AS OF DECEMBER 22, 1981 (the "Supplement"), TO THE SERIES 16-C EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of August 1, 1981, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, Trustee (the "Trustee"), and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation (the "Company").

W I T N E S S E T H :

WHEREAS the Company and the Trustee have entered into an Equipment Trust Agreement dated as of April 15, 1981 (the "Original Agreement"), providing for the issuance of one or more Series of Trust Certificates; and

WHEREAS the Company and the Trustee have entered into a Series 16-C Equipment Trust Agreement Supplement dated as of August 1, 1981 (the "Series 16-C Supplement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on September 2, 1981, at 12:40 p.m., recordation number 13135-D, providing for the issuance thereunder of a series of trust certificates designated Seaboard Coast Line Railroad Equipment Trust Certificates, No. 16-C (the "Series 16-C Certificates") in an aggregate principal amount not exceeding \$32,250,000; and

WHEREAS the Company desires to supplement the Series 16-C Supplement in order to add an Exhibit B describing the Trust Equipment subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-C, on the date hereof and the registered holder of not less than 66-2/3% of the aggregate unpaid principal amount of the Series 16-C Certificates outstanding has consented to the execution and delivery of this Supplement;

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein and in the Original Agreement and the Series 16-C Supplement, the parties hereto hereby agree as follows:

ARTICLE I.

Definitions

All terms used in this Supplement which are defined in the Original Agreement or the Series 16-C Supplement shall, for all purposes of this Supplement, have the respective meanings given them in the Original Agreement or the Series 16-C Supplement, unless the context otherwise requires.

ARTICLE II.

Amendment

Exhibit B attached hereto is hereby added to and incorporated in the Series 16-C Supplement; set forth on Exhibit B is all the Trust Equipment subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-C, on the date hereof; and any other Trust Equipment previously subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-C, is hereby released from and shall no longer be subject to such Trust for any purpose.

ARTICLE III.

Miscellaneous

3.1. This First Supplement supplements the Original Agreement and the Series 16-C Supplement and shall be a part of and subject to all the terms thereof and, except as supplemented hereby, all the terms and provisions of the Original Agreement and the Series 16-C Supplement are hereby ratified and confirmed and shall continue in full force and effect.

3.2. This First Supplement has been executed in several counterparts each of which shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the date first above written.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee,

by


Vice President

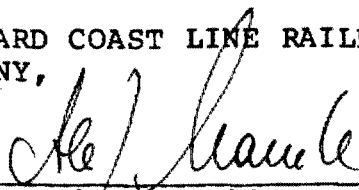
[Corporate Seal]

Attest:


Assistant Vice President


SEABOARD COAST LINE RAILROAD
COMPANY,

by


Sr. Vice President-Finance

[Corporate Seal]

Attest:


Assistant Secretary

New York
STATE OF ~~MARYLAND~~,)
New York) SS.:
CITY OF ~~BALTIMORE~~,)

On this 21st day of December, 1981, before me personally appeared G. J. Johnston, to me personally known, who being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William R. Ellis
Notary Public

[Notarial Seal]

My Commission expires:

WILLIAM R. ELLIS
NOTARY PUBLIC, State of New York
No. 43-4677757
Qualified in Richmond County
Commission Expires March 30, 1982

STATE OF FLORIDA,)
) SS.:
COUNTY OF DUVAL,)

On this 21st day of December, 1981, before me personally appeared Alex J. Mardl, to me personally known who being by me duly sworn, says that he is Sr. Vice President-Finance of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brenda S. Kelly
Notary Public

[Notarial Seal]

My Commission expires: NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Oct. 5, 1985
Bonded by American Fire & Casualty Company


[Equipment Trust, No. 16-C]

<u>Quantity</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>SCL Road Nos. (both inclusive)</u>
24	100-ton 7000 cu. ft. wood chip hopper cars	HTS	196751-196774

The undersigned registered holder of Series 16-C
Certificates hereby consents to the execution and delivery
of the foregoing First Supplement to the Series 16-C Supple-
ment.

THE ATLANTIC LAND AND IMPROVEMENT
COMPANY,

by



President

Dated as of December 22, 1981